

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

MEMORANDUM OF OIL AND GAS LEASE

Electronically Recorded
Chesapeake Operating, Inc.

L0516962

STATE OF TEXAS

§

KNOW ALL MEN BY THESE PRESENTS:

§

COUNTY OF TARRANT

§

BE IT REMEMBERED that on the **3rd** day of **December, 2009**, a Paid Up Oil and Gas Lease was made and entered into by and between, **L. W. May, a single man** whose address is Address: **2611 Alan - A - Dale Irving, Texas 75061-6418**, hereinafter called "(LESSOR)"; and **CHESAPEAKE EXPLORATION L.L.C., an Oklahoma limited liability company, P.O. Box 18496, Oklahoma City, Oklahoma 73154**, hereinafter called "(LESSEE)", where LESSOR hereby grants, leases and lets exclusively to LESSEE for the purpose of exploring for, developing, producing and marketing oil and gas, along with all hydrocarbon and nonhydrocarbon substances produced in association therewith, from the following described land situated in Tarrant County, Texas, to-wit:

Lot 3, Block 18, Pelican Bay Addition, Unit 5, Fifth Filing, an addition near the City of Azle, Tarrant County, Texas, being part of the J. Wilcox Survey, Abstract Number 1713, as described in that certain Plat, recorded in Volume 388- 67 , at Page 53, Plat Records, Tarrant County, Texas.

Lot 6, Block 24, Pelican Bay Addition, Eighth Filing, an addition near the City of Azle, Tarrant County, Texas, being part of the J. Wilcox Survey, Abstract Number 1713, as described in that certain Plat, recorded in Volume 388-75, Page 23, of the Plat Records, of Tarrant County, Texas.

Subject to the other provisions therein contained, said lease provides for a primary term of three (3) years, from the date thereof, and as long thereafter as oil or gas or other substances covered therein are produced in paying quantities from the leased premises or from lands pooled therewith, or this lease is otherwise maintained in effect pursuant to the provisions therein.

An Executed copy of said Oil and Gas Lease is in the possession of LESSEE at its address indicated above.

Executed this the 3 day of December, 2009.

"LESSOR"

L. W. May, a single man

L. W. May

"LESSEE"

CHESAPEAKE EXPLORATION, L.L.C.
an Oklahoma limited liability company

By: Terry L. Harris
Terry L. Harris
As Agent for Chesapeake Exploration, L.L.C.

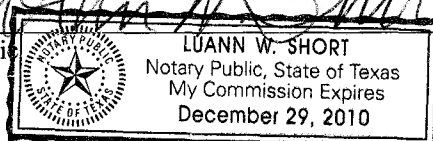
ACKNOWLEDGEMENTS

THE STATE OF Texas §
COUNTY OF Tarrant §

Record & Return to:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154

This instrument was acknowledged before me on this the 3rd day of December, 2009, by L. W. May, a single man

Notary Public

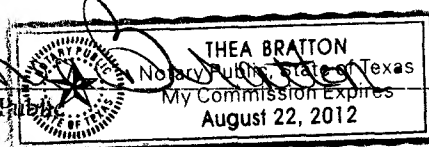


STATE OF TEXAS
COUNTY OF TARRANT

BEFORE me, the undersigned, a Notary Public in and for said County and State, on this 8 day of December, 2009, personally appeared Terry L. Harris, agent for **Chesapeake Exploration L.L.C., an Oklahoma limited liability company**, successor by merger to Chesapeake Exploration Limited Partnership, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

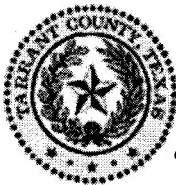
Given under my hand and seal the day and year last above written.

Notary Public



SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

CHESAPEAKE OPERATING
P O BOX 18496
OKLAHOMA CITY, OK 73154

Submitter: CHESAPEAKE OPERATING

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 2/17/2010 2:28 PM

Instrument #: D210035507

LSE

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PGS

\$16.00

By: _____

A handwritten signature in cursive script, appearing to read "Suzanne Henderson", is written over a horizontal line.

D210035507

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: CAMADDOCK